

TRANSMITTAL LETTER

No 1000003994

Department of State
 Division of Corporations
 P. O. Box 6327
 Tallahassee, FL 32314

SUBJECT: PERFORMING ARTS DOWNTOWN INC.
 (Proposed corporate name - must include suffix)

200004383912--3
 -06/08/01--01054--024
 *****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
 Filing Fee

☐ \$78.75
 Filing Fee
 & Certificate of Status

☐ \$78.75
 Filing Fee
 & Certified Copy

☒ \$87.50
 Filing Fee,
 Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM:

EDWARD STANLEY
 Name (Printed or typed)

2402-58TH AVENUE DRIVE WEST
 Address

BRADENTON FLORIDA 34207
 City, State & Zip

941-453-5224
 Daytime Telephone number

RECEIVED
 DIVISION OF INCORPORATION
 01 JUN -8 PM 1:29

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

01 JUN -8 PM 1:41

APPROVED
 AND
 FILED

NOTE: Please provide the original and one copy of the articles.

6/8

ARTICLES OF INCORPORATION
of
PERFORMING ARTS DOWNTOWN, INC.

01 JUN -8 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

We, the undersigned, hereby associate ourselves together for the purpose of becoming a non-profit corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a non-profit corporation.

ARTICLE I.

The name of this corporation shall be:

PERFORMING ARTS DOWNTOWN, INC.

ARTICLE II.

The general nature and object of this corporation shall be benevolent and shall further be, to promote and encourage community participation, to solicit funds, to build and cause to be built, acquire and maintain a performing arts facility within the boundaries of Manatee County, Florida. This corporation shall further be authorized to exercise the powers permitted non-profit corporations under the Laws, provisions, and Statutes of the State of Florida pertaining to non-profit corporations. Furthermore, this corporation shall exercise only those powers that are in furtherance of the exempt purposes of non-profit corporations set forth in the sub-section of Section 501(C) of the Internal Revenue Code under which this corporation elects to qualify for exemption, same as now exists or may be amended from time to time.

ARTICLE III.

This corporation is to have a perpetual existence.

ARTICLE IV.

Admission to membership

Any person or an organization, business, civic, professional, fraternal et el, may become a member of this corporation upon an affirmative approval of the Board of Directors and in accordance with the corporate by-laws.

ARTICLE V.

Subscribers

The name and residence addresses of each subscriber to these Articles of Incorporation are as follows, to wit:

| <u>Name</u> | <u>Address</u> |
|------------------------|--|
| Rita Bullock | 306-76th Street, N.W. Bradenton/Florida/34209 |
| Marlene Woodson-Howard | 12 Tidy Island Boulevard Bradenton/Florida/34210 |
| Edward Stanley | 2402-58th Avenue, Drive, West Bradenton/Florida/34207 |

ARTICLE VI.

Officers

This corporation shall have as officers, a President, a First Vice-President, a Second Vice-President, a Secretary and a Treasurer and such other officers as may be provided for in the by-laws. All officers shall be elected at the annual meeting of the corporation, unless otherwise provided in the by-laws. The annual meeting shall occur in the month, date and time to be determined by the Board of Directors, unless provided otherwise in the by-laws.

Terms of officers shall be for one year unless provided otherwise by the by-laws of the corporation. Terms of the members of the Board of Directors shall be for one year unless otherwise provided by the by-laws of the corporation.

ARTICLE VII.

Board of Directors

The corporation shall be managed by a Board of Directors, the members of which shall be members of the corporation. The Board of Directors shall consist of not less than nine members and shall be determined from time to time by the by-laws of the corporation, to increase or decrease the membership on the Board of Directors. Members of the Board of Directors shall be elected at the annual meeting and hold office in accordance with the by-laws of the corporation.

ARTICLE VIII.

Initial Officers

The names and addresses of the officers who are to serve until the first election under these Articles of Incorporation are as follows,
to wit:

| | | |
|--------------------|------------------------|--|
| President | Dale Jensen | 805 Penn Way Sarasota/Florida/34243 |
| 1st Vice-President | Edward Stanley | 2402-58th Avenue, Drive, West Bradenton/Florida/34207 |
| 2nd Vice-President | Jim Hawkinson | 1125 Edgewater Circle Bradenton/Florida/34209 |
| Secretary | Rita Bullock | 306-76th Street, N.W. Bradenton/Florida/34209 |
| Treasurer | Marlene Woodson-Howard | 12 Tidy Island Boulevard Bradenton/Florida/34210 |

ARTICLE IX.

Initial Board of Directors

This corporation initially shall have nine (9) members of the Board of Directors. The names and addresses of the members who are to serve as members of the Board until the first annual meeting under the Articles of Incorporation are as follows, to wit:

| | |
|--------------------|---|
| John Cagnina | 1771 Manatee Avenue, West/Bradenton/ Florida/34205 |
| Rosalind Ellerbee | 3307 Bayshore Gardens, Parkway/Bradenton/ Florida/34207 |
| Carl Keeler | P.O. Box 2249/Bradenton/Florida/34208 |
| Monty McMullan | 109-24th Street, West/Bradenton/Florida/ 34205 |
| Eleanor Thomassen | 504-59th Street/Holmes Beach/Florida/34216 |
| Jimmy Vann | First Baptist Church/1306-4th Avenue, West Bradenton/Florida/34205 |
| Kathy Cook | 2930 Long Rifle Drive/Wimauma/Florida/33598 |
| Doris Ann Phillips | 2727-75th Street, West/Bradenton/Florida 34209 |
| Eileen Hoffner | 2103-27th Avenue, Bldv., West/Palmetto Florida/34221 |

ARTICLE X.

Amendments to the Articles of Incorporation

Amendments to these Articles of Incorporation may be made by the affirmative vote of a majority of members present at any regular meeting, provided that notice of the proposed amendments must be given at least 30 days preceding the meeting.

ARTICLE XI.

Liquidation upon Dissolution of Corporation

Upon dissolution of this corporation, all the remaining assets after payment of valid debts plus all costs and expenses of said dissolution shall be distributed to organizations that qualify for exemption sub-section of Section 501(C) of the Internal Revenue Code

as it exists now or may be amended from time to time. None of the assets shall be distributed to any member, officer or director of this corporation. Anything herein contained to the contrary notwithstanding, the provisions of this article may not be amended.

ARTICLE XII.

By-Laws

The corporation may adapt and amend by-laws not inconsistent with Florida State Laws and Statutes, and provisions of these Articles of Incorporation. Such by-laws and amendments to be adopted at any regular meeting by a quorum of members and majority vote of all members present.

Witness, being each and all of the original subscribers to this non-profit corporation, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

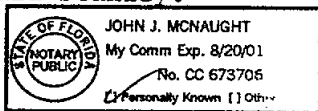
Rita Bullock (Seal)
Rita Bullock

Marlene Woodson-Howard (Seal)
Marlene Woodson-Howard

Edward Stanley (Seal)
Edward Stanley

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing Articles of Incorporation were acknowledged before me on this 3rd day of June, 2001 by Rita Bullock, Marlene Woodson-Howard and Edward Stanley.



John J. McNaught
Notary Public

My Commission expires 8/20/01


CERTIFICATE DESIGNATING DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA NAMING THE
AGENT UPON WHOM THE PROCESS MAY BE SERVED

Performing Arts Downtown, Inc. desiring to organize and qualify
under the Laws and Statutes of the State of Florida, with it's principal
office in the City of Bradenton, State of Florida has named;

Marlene Woodson-Howard
12 Tidy Island Boulevard
Bradenton/Florida/34210

as it's Agent to accept service of process within the State of Florida.

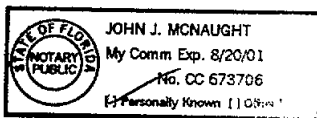
Having been named to accept service of process for Performing
Arts Downtown, Inc. at a place designated in this certificate, I hereby
agree to act in this capacity and further comply with the provisions of
the Law and Statutes of the State of Florida relative to the proper
and complete performance of my duties.

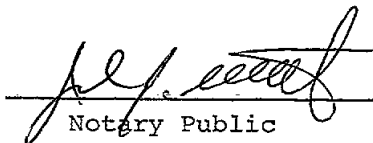
 (Seal)

Marlene Woodson-Howard
Agent
Date: 03 June, 2001

STATE OF FLORIDA
COUNTY OF MANATEE

This certificate designating the Agent upon whom process may
be served within the State of Florida acknowledged the acceptance before
me on this the 3rd day of June, 2001.




Notary Public

My Commission expires

8/20/01